

[2509/60]

**APPOINTMENT OF POWER OF ATTORNEY
BY ASSIGNEE OF ENTIRE INTEREST**

METASTREAM CORPORATION as assignee of the entire right, title, and interest in the application for patent entitled **SYSTEMS AND METHODS FOR SERVERLESS SOFTWARE LICENSING**, for which an application for Letters Patent was filed in the United States Patent and Trademark Office on March 29, 2000, Serial No. 09/537,086, does hereby appoint John Flock (Registration No. 39,670), Michelle M. Carniaux (Registration No. 36,098) and Paul T. Qualey (Registration No. 45,027), as my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith.

Please address all communications regarding this application to:

Michelle M. Carniaux, Esq.
KENYON & KENYON
One Broadway
New York, New York 10004

Please direct all telephone calls to Michelle M. Carniaux at (212) 425-7200.

METASTREAM CORPORATION
498 Seventh Avenue
Suite 1810
New York, NY 10018

Dated: 6/22/00By: Name: Robert A. ElicPosition: CEO**METASTREAM CORPORATION**

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[2509/60]

ASSIGNMENT

WHEREAS, we,

David N. Feldman
484 Adams Mail Center
26 Plympton Street
Cambridge, Massachusetts 02138
Citizenship: United States

Sreekant KOTAY
54 Florence Drive
Richboro, Pennsylvania 18954
Citizenship: United States

and

Robert E. Rice
14 Wyndham Road
Short Hills, New Jersey 07078
Citizenship: United States

have made new and useful improvements in **SYSTEMS AND METHODS FOR SERVERLESS SOFTWARE LICENSING**, for which an application for Letters Patent was filed in the United States Patent and Trademark Office on March 29, 2000, Serial No. 09/537,086, and

WHEREAS **METASTREAM CORPORATION**, having a place of business at **498 Seventh Avenue, Suite 1810, New York, New York 10018**, and who, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited,

NOW, THEREFORE, for valuable consideration furnished by Assignee to us, receipt and sufficiency of which we hereby acknowledge, we hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries in any and all countries, including all divisional, renewal, substitute, continuation, and Convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said

inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said inventions and discoveries in our name or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that we have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that we have good right to assign the same to Assignee without encumbrance; and that we are aware of no claim to the contrary.

5. Bind our heirs, legal representatives, and assigns, as well as ourselves, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to us or them, all acts reasonably serving to assure that the said inventions and discoveries, the said patent applications, and the said Letters Patent shall be held and enjoyed by Assignee as fully and entirely as the same could have been held and enjoyed by us, our heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to us relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in our control or in the control of our heirs, legal representatives, or assigns which may be useful for establishing the facts of our conceptions, disclosures, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this
23 day of June, 2000.



David N. Feldman

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this
23 day of June, 2000.


Sreekant KOTAY

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this
23rd day of June, 2000.



Robert E. Rice

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